

WEINER, McCAFFREY, BRODSKY, KAPLAN & LEVIN, P.C.

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April 4, 1991

APR 4 1991 10 50 AM

NOT ADMITTED IN D.C.

INTERSTATE COMMERCE COMMISSION

PATRICIA L PAYNE
 JAY A STEPHENS
 ANDREA LEE NEGRONI
 OF COUNSEL

VIA HAND DELIVERY

The Honorable Sidney L. Strickland, Jr.
 Secretary
 Interstate Commerce Commission
 12th Street & Constitution Avenue, N.W.
 Washington, D.C. 20423

Re: Second Amendment to Security Agreement

Dear Mr. Strickland:

Enclosed herewith please find an original and one true copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Second Amendment to Security Agreement, a secondary document, dated February 15, 1991.

The primary document to which this is connected is recorded under Recordation No. 16752.

The names and addresses of the parties to the primary document are as follows:

Borrowers

Gulf & Ohio Railways, Inc.
 401 Henley Street
 Suite 5
 Knoxville, Tennessee 37902

Wiregrass Central Railroad Company, Inc.
 401 Henley Street
 Suite 5
 Knoxville, Tennessee 37902

WEINER, McCAFFREY, BRODSKY, KAPLAN & LEVIN, P.C.

Hon. Sidney L. Strickland - 3 -

April 4, 1991

Thank you for your attention to this matter. Please call if you have any questions.

Very truly yours,

Jill M. Hawken
Jill M. Hawken

Attachment

TTJS77.LET\8515\2

WEINER, McCAFFREY, BRODSKY, KAPLAN & LEVIN, P.C.

Hon. Sidney L. Strickland - 2 -

April 4, 1991

Alabama & Florida Railroad Company, Inc.
401 Henley Street
Suite 5
Knoxville, TN 37902

Mississippi Delta Equipment Co., Inc.
401 Henley Street
Suite 5
Knoxville, Tennessee 37902

Lender

AmSouth Bank N.A.
P.O. Box 11007
Birmingham, Alabama 35288
Attn: National Banking Department

This secondary document, the Second Amendment to the Security Agreement removes Alabama & Florida Railroad Company, Inc. as a party to the agreement and adds the following party as an additional Borrower:

Atlantic and Gulf Railroad, Inc.
401 Henley Street
Suite 5
Knoxville, TN 37902

A description of the equipment covered by the document is attached as Exhibit D to the original Security Agreement.

A filing fee of \$15.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the representative of this firm filing this document.

A short summary of the document to appear in the index follows:

2/15/91 Second Amendment to Security Agreement between Gulf & Ohio Railways, Inc., Wiregrass Central Railroad Company, Inc., Atlantic and Gulf Railroad, Inc., Mississippi Delta Equipment Co., Inc., and AmSouth Bank N.A., covering the rolling stock and other property as described in Exhibit D of the original Security Agreement.

Interstate Commerce Commission
Washington, D.C. 20423

4/4/91

OFFICE OF THE SECRETARY

Jill M. Hawken

Weiner, McCaffrey, Brodsky
1350 New York Avenue N.W.
Washington, D.C. 20005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/4/91 at 10:50am, and assigned recordation number(s). 16752-B

Sincerely yours,

Sidney L. Strickland, Jr.
Sidney L. Strickland, Jr.
Secretary

SECOND AMENDMENT TO
SECURITY AGREEMENT

16752-B
APR 4 1991 10 50 AM
INTERSTATE COMMERCE COMMISSION

This Second Amendment to Security Agreement (hereinafter called "this Amendment"), is made and entered into as of February 15, 1991, by and among Gulf & Ohio Railways, Inc., a Tennessee corporation, Wiregrass Central Railroad Company, Inc., an Alabama corporation, Atlantic and Gulf Railroad, Inc., a Georgia corporation ("AGRC"), and Mississippi Delta Equipment Co., Inc., a Tennessee corporation (together, the "Borrowers" or individually, a "Borrower") and AmSouth Bank N.A., a national banking association (the "Lender").

Recitals

A. The Borrowers (except for AGRC) and Alabama & Florida Railroad Company, Inc., an Alabama corporation, ("AFRC") (the Borrowers (except for AGRC) and AFRC are hereinafter sometimes collectively called the "Original Borrowers") have heretofore executed and delivered to the Lender a Security Agreement dated as of February 5, 1990 (as amended by a First Amendment thereto dated July 11, 1990, the "Security Agreement"), granting to the Lender a first priority security interest in, and lien on, all tangible and intangible personal property of the Original Borrowers, whether now owned or hereafter acquired, as security for certain credit extended by the Lender to the Original Borrowers pursuant to a certain Loan Agreement dated as of February 5, 1990 (as amended by a First Amendment to Loan Agreement dated as of July 11, 1990 (the "First Amendment") and as further amended by a certain Master Modification and Amendment Agreement dated as of August 27, 1990 (the "Second Amendment"), the "Original Loan Agreement").

B. The Borrowers and AFRC have requested that the Lender enter into a certain Third Amendment to and Restatement of Loan Agreement (the "Third Amendment") for the purpose of making the changes described therein. (The Original Loan Agreement as further amended and restated by the Third Amendment thereto, is hereinafter called the "Loan Agreement".)

C. The Lender is willing to enter into the Third Amendment as requested upon the condition (among other things) that the Borrowers enter into this Amendment.

Agreement

NOW, THEREFORE, in consideration of the foregoing recitals and of the mutual agreement of the parties thereto, the Borrowers and Lender hereby agree as follows:

1. Capitalized terms used in this Amendment and not otherwise defined herein have the respective meanings attributed thereto in the Security Agreement.

2. The Security Agreement be, and it is hereby, amended as follows:

(a) The term "Borrowers" in the introductory paragraph of the Security Agreement is hereby amended to read "Original Borrowers".

(b) Paragraph A of the recitals on page 1 of the original Security Agreement is hereby amended to read, in its entirety, as follows:

A. The Original Borrowers and the Lender have entered into a Loan Agreement dated as of February 5, 1990 (as amended by (i) that certain First Amendment to Loan Agreement dated as of July 11, 1990 and (ii) that certain Master Modification and Amendment Agreement dated as of August 27, 1990 (the "Second Amendment"), the "Original Loan Agreement"), pursuant to which the Lender has agreed to make available to the Original Borrowers a term loan in the principal amount of \$1,440,000 and a revolving line of credit in the maximum principal amount at any one time outstanding of \$450,000.

(c) Paragraph B of the recitals on page 1 of the Security Agreement is hereby amended to read, in its entirety, as follows:

B. The Original Borrowers and Atlantic and Gulf Railroad, Inc., a Georgia corporation ("AGRC") have now requested that the Lender enter into a Third Amendment to and Restatement of Loan Agreement (the "Third Amendment") with the Original Borrowers (except for AFRC) and AGRC, (collectively, the "Borrowers") dated as of February 15, 1991, pursuant to which the Lender will agree to make available to the Borrowers an amended term loan in the principal amount of \$2,867,478.00 (the "Term Loan") and a modified revolving line of credit in the maximum principal

amount at any one time outstanding of \$500,000 (the "Line of Credit") (the principal amounts outstanding from time to time under the Term Loan and the Line of Credit being hereinafter sometimes together called the "Loans"). (The Original Loan Agreement as amended and restated by the Third Amendment is hereinafter called the "Loan Agreement".) The proceeds of the Loans are to be used by the Borrowers for the purposes set forth in the Loan Agreement.

(d) Paragraph C of the Recitals on page 1 of the Security Agreement is hereby re-lettered D and the following is hereby inserted as Paragraph C of the Recitals:

C. The Term Loan is to be evidenced by the Borrowers' amended term note dated as of February 15, 1991, in the principal amount of \$2,867,478.00 (the "Amended Term Note"), which amends and restates the Original Borrowers' promissory note dated as of February 5, 1990 in the principal amount of \$1,440,000 (as amended by the Second Amendment, the "Existing Term Note") (the Existing Term Note as amended and restated by the Amended Term Note is hereinafter called, the "Term Note") and the Line of Credit is to be evidenced by the Borrowers' modified master promissory note dated as of February 15, 1991, in the maximum principal amount of \$500,000 (the "Line of Credit Master Note") modifying the Original Borrowers' modified master promissory note dated July 11, 1990, in the maximum principal amount of \$450,000 that previously modified the Original Borrowers' certain master promissory note dated February 5, 1990, in the maximum principal amount of \$250,000 (the Term Note and the Line of Credit Master Note being hereafter sometimes together called the "Notes" or individually called a "Note" where no distinction is required).

(d) The list of Assigned Agreements included in Exhibit A to the Security Agreement is hereby amended to include the agreements contained in the list attached to this Amendment as Schedule I.

(e) Exhibit C to the Security Agreement is hereby amended by deleting item number 3 from the list of locations of tangible property.

(f) The following is hereby inserted at the end of page 23 of the Security Agreement:

36. Lock Box Agreement. Notwithstanding anything to the contrary contained herein, the Borrowers agree to open and maintain at the Borrowers' expense a lock box with the Lender for the receipt of all remittances with respect to Accounts and to execute an agreement with the Lender in form and substance satisfactory to the Lender (the "Lock Box Agreement") governing such lock box and promptly following the execution of this Agreement to notify the Obligors to make payments on Accounts directly to said lock box. The Lock Box Agreement shall remain in place until termination of this Agreement as provided in Section 29.

3. As security for the Obligations, AGRC does hereby transfer, sell, assign and convey to the Lender, and grant to the Lender a security interest in, all of its right, title and interest in, to and under the following property, whether real, personal or mixed, whether now owned or hereafter acquired by AGRC, and wherever located (hereinafter collectively called the "AGRC Property"):

(a) All machinery, equipment, furniture, furnishings, Inventory, materials, vehicles, supplies, fixtures, goods and other tangible personal property of the AGRC including all locomotives, engines, tenders, tampers, cars, buses, trucks and other rolling stock and equipment including, without limitation, all such locomotives, engines, tenders, tampers, cars and other rolling stock described in Exhibit D to this Agreement (all equity therein), and all steamers and steamships, ferries, boats, barges, tugs and other floating equipment;

(b) all existing and future leases and use agreements of personal property entered into by AGRC as lessor with other Persons as lessees, including the right to receive and collect all rentals and other monies, including security deposits, at any time payable under such leases and agreements;

(c) any existing and future leases and use agreements of personal property entered into by the Borrower as lessee with other Persons as lessor, including the leasehold interest of AGRC in such property, and all options to purchase such property or to extend any such lease or agreement;

(d) any and all accessions and additions now or hereafter made or added to any of the property described in subparagraphs (a) through (c) above, any substitutions and replacements therefor, and all attachments and improvements now or hereafter placed upon or used in connection therewith, or any part thereof; and

(e) all Accounts of AGRC;

(f) all General Intangibles of AGRC;

(g) all moneys of AGRC and all bank accounts in which such moneys may at any time be held and all investments or securities in which such moneys may at any time be invested and all certificates, instruments and documents from time to time representing or evidencing any such moneys;

(h) all interest, dividends, proceeds, products, rents, royalties, issues and profits of any of the property described in subparagraphs (a) through (g) above and all notes, certificates of deposit, checks and other instruments from time to time delivered to or otherwise possessed by the Lender for or on behalf of AGRC in substitution for or in addition to any or all of said property; and

(i) all books, documents and records (whether on computer or otherwise) related to any of the items described in subparagraphs (a) through (h) above.

No submission by AGRC to the Lender of a schedule or other particular identification of AGRC Property shall be necessary to vest in the Lender security title to and a security interest in each and every item of AGRC Property (or any of them) now existing or hereafter created and acquired, but rather such title and security interest shall vest in the Lender immediately upon the creation or acquisition or any item of AGRC Property hereafter created or acquired, without the necessity for any other or further action by AGRC or by the Lender.

4. The Borrowers agree and consent to the removal of AFRC from the Security Agreement and hereby acknowledge that the removal of AFRC was requested by the Borrowers and AFRC. The Borrowers further agree that their obligations and liabilities to the Lender shall in no way be diminished by such removal.

5. The term "Borrowers" as used in the Security Agreement shall henceforth include AGRC, and the term "Property" as used in the Security Agreement shall henceforth include the AGRC Property. All of the provisions of the Security Agreement shall henceforth be applicable to AGRC and the AGRC Property just as if they had originally been included therein.

6. In order to induce the Bank to enter into the Third Amendment to and Restatement of Loan Agreement and this Amendment, the Borrowers hereby represent and warrant that all the representations and warranties set forth in the original Security Agreement are true and correct as of the date of this Amendment and as of the date of execution thereof as fully as if said representations and warranties had been made on and as of each of said dates; and no event of default under Section 17 of the Security Agreement has occurred and is continuing.

Except as hereby expressly modified and amended, the original Security Agreement shall remain in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, each of the undersigned Borrowers has caused this instrument to be executed in its name and on its behalf by its officers thereunto duly authorized, all as of the date first above written, although each of them has actually executed this Amendment on the date set forth beside their signature below.

GULF & OHIO RAILWAYS, INC.

Date: February 12, 1991

By 
Its President

WIREGRASS CENTRAL RAILROAD
COMPANY, INC.

Date: February 12, 1991

By 
Its President

MISSISSIPPI DELTA EQUIPMENT
CO., INC.

Date: February 12, 1991

By 
Its President

ATLANTIC AND GULF RAILROAD,
INC.

Date: February 12, 1991

By *John D. Dunn*
Its President

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

On this 12th day of February, 1991 before me personally appeared, H. Peter Claussen, to me personally known, who being duly sworn, says that he is the President of Gulf & Ohio Railways, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

Betty Jane Claussen
Signature of Notary Public

My Commission expires My Commission Expires June 17, 1991

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

On this 12th day of February, 1991 before me personally appeared, H. Peter Claussen, to me personally known, who being duly sworn, says that he is the President of Wiregrass Central Railroad Company, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

Betty Jane Claussen
Signature of Notary Public

My Commission expires My Commission Expires June 17, 1991

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

On this 14th day of February, 1991 before me personally appeared, H. Peter Claussen, to me personally known, who being duly sworn, says that he is the President of Atlantic and Gulf Railroad, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

Betty Jane Claussen
Signature of Notary Public

My Commission expires My Commission Expires June 17, 1991

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

On this 12th day of February, 1991 before me personally appeared, H. Peter Claussen, to me personally known, who being duly sworn, says that he is the President of Mississippi Delta Equipment Company, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

Betty Jane Claussen
Signature of Notary Public

My Commission expires My Commission Expires June 17, 1991

SCHEDULE I

8. Interchange Agreement between CSX Transportation, Inc. and Gulf & Ohio Railways, Inc. dated February 15, 1991.

9. Interchange Agreement between CSX Transportation, Inc. and Gulf & Ohio Railways, Inc. dated February 15, 1991.

10. Conditional Trackage Rights Agreement between CSX Transportation, Inc. and Gulf & Ohio Railways, Inc. dated February 15, 1991.

11. Assignment Agreement relating to various existing agreements on CSX Transportation, Inc. trackage sold to Gulf & Ohio Railways, Inc. between Camilia, Georgia and Thomasville, Georgia by and between CSX Transportation, Inc. and Gulf & Ohio Railways, Inc. dated February 15, 1991.

12. Assignment Agreement relating to various existing agreements on CSX Transportation, Inc. trackage leased to Gulf & Ohio Railways, Inc. between Camilia, Georgia and Sylvester, Georgia by and between CSX Transportation, Inc. and Gulf & Ohio Railways, Inc. dated February 15, 1991.

13. All of the agreements listed on the attached Schedule A-1.

SCHEDULE A-1

Page 1

CONTRACT NO.	FILE NO.	DATE	LESSEE	LOCATION	PURPOSE
ACL 9910		10-13-55	Adams, J. B.	Camilla, GA	Easement
ACL A-1543		11-01-49	Adams, W. C.	Camilla, GA	Road Crossing
ACL A-386		11-28-22	Allen, H. L.	Heigs, GA	Sewer Line
ACL B-1699		07-10-37	Bowers Naval Stores	Heigs, GA	Pipeline
ACL 19608	22573	07-27-65	Butler, Fred C. & Wife	Camilla, GA	Road Crossing
ACL 7108		10-01-70	Cairo Production Co., Inc.	Ochlocnee, GA	Side-track
ACL 7260	28682	10-14-70	Cairo Production Co., Inc.	Ochlocnee, GA	Land Lease
ACL C-913		04-06-26	Camilla, City of	Camilla, GA	Water Line
ACL C-1448		02-08-34	Camilla, City of	Camilla, GA	Sewer Line
ACL C-1536		09-03-35	Camilla, City of	Camilla, GA	Crossing
ACL C-1701		12-14-27	Camilla, City of	Camilla, GA	Water Line
ACL C-1798		04-28-39	Camilla, City of	Camilla, GA	Sewer Line
ACL C-1831		10-09-39	Camilla, City of	Camilla, GA	Power Lines
ACL C-2615		07-21-47	Camilla, City of	Camilla, GA	Power Lines
ACL 9799	12058	08-10-55	Camilla, City of	Camilla, GA	Gas Line
ACL 11790	16210	08-12-57	Camilla, City of	Camilla, GA	Water Line
ACL 12741	17098	07-08-58	Camilla, City of	Camilla, GA	Gas Line
ACL 15533	16210	05-18-61	Camilla, City of	Camilla, GA	Water Line
ACL 15569	19575	05-17-61	Camilla, City of	Camilla, GA	Water Line
ACL 17945	21536	02-20-64	Camilla, City of	Camilla, GA	Crossing
ACL 18652	21917	08-20-64	Camilla, City of	Camilla, GA	Water Line
ACL 19029	22142	10-30-64	Camilla, City of	Camilla, GA	Power Line
CSA 1196	80916	01-07-87	Camilla, City of	Camilla, GA	Drainage
CSA 8752	88709	07-18-88	Camilla, City of	Camilla, GA	Sewer Line
BD 7769	80916	04-26-85	Camilla, City of	Camilla, GA	Drainage
CL 9859	29507	08-23-71	Camilla, City of	Camilla, GA	Sewer Line

CONTRACT NO.	FILE NO.	DATE	LESSEE	LOCATION	PURPOSE
SCL 9860	29507	08-20-71	Camilla, City of	Camilla, GA	Sewer Line
SCL 29114	41617	08-27-79	Camilla, City of	Camilla, GA	Road Crossing
ACL C-268		06-21-15	Camilla, Town of	Camilla, GA	Water Line
ACL C-863		11-15-24	Carter, J. N., Co.	Meigs, GA	Land Lease
ACL 20719	23287	09-21-66	Carter, James A.	Meigs, GA	Land Lease
ACL D-950		04-14-43	Dawes Silica Mining Co.	Dawesville, GA	Water Line
ACL D-1099		04-04-47	Dawes Silica Mining Co.	Dawesville, GA	Road Crossing
ACL 11715	16242	08-20-57	Dawes Silica Mining Co.	Dawesville, GA	Water Line
ACL 17615	11269	06-10-63	Dixie Seed Co., Inc.	Ochlocknee, GA	Land Lease
SBD 309	46561	02-04-83	Dixie Seed Co.	Ochlocknee, GA	Sidetrack
ACL D-511		07-03-26	Dixon, C. M.	Cassidy, GA	Wire Line
ACL 9954	11590	10-28-55	Dowdell, Lee	Pelham, GA	Land Lease
ACL 8113	42655	09-14-65	Escanbia Treating Co.	Camilla, GA	Sidetrack
SBD 1970	14599	10-05-83	Floridian Co.	Ochlocknee, GA	Land Lease
SCL 1686	25751	12-12-68	General Telephone Co. of Georgia	Quality, GA	Wire Line
SCL 7407	28850	12-01-70	General Telephone Co. of Georgia	Meigs, GA	Wire Line
SCL 21865	28850	10-21-75	General Telephone Co.	Meigs, GA	Wire Line
SCL 6877	28686	10-02-70	General Telephone of Georgia	Quality, GA	Wire Line
ACL S-1574		09-08-25	Georgia DOT	Meigs, GA	Road Crossing
ACL 5399	Genagr	02-19-57	Georgia DOT	Pelham, GA	Crossing Signals SR 93
ACL 5399	Genagr	01-30-58	Georgia DOT	Thomasville, GA	Signals
ACL 5399	Genagr	08-11-64	Georgia DOT	Meigs, GA	Crossing
ACL 5399	Genagr	11-10-60	Georgia DOT	Ochlocknee, GA	Signals
ACL 14695	16940	03-30-60	Georgia DOT	Camilla, GA	Drainage
ACL 16052	19881	10-12-61	Georgia DOT	Ochlocknee, GA	Road Crossing
ACL 16536	10708	06-19-62	Georgia DOT	Meigs, GA	Drainage Ditch
SBD 1649		10-19-89	Georgia DOT	Camilla, GA	Signals 637025H
CSX 10233		08-06-90	Georgia DOT	Camilla, GA	Signals 637109D
CSX 12372		12-06-83	Georgia DOT	Thomasville, GA	Drainage
SBD 3004		11-14-83	Georgia DOT	Thomasville, GA	Signals
SBD 3071		05-04-84	Georgia DOT	Thomasville, GA	Crossing
SBD 9534		03-24-86	Georgia DOT	Camilla, GA	Signals 637108W

CONTACT NO.	FILE NO.	DATE	LESSEE	LOCATION	PURPOSE
SCL 26180	36813	12-04-78	Georgia DOT	Camilla, GA	Drainage
SCL 26947		12-13-78	Georgia DOT	Thomasville, GA	Signals 637029K
SCL 29962	11204	11-07-79	Georgia DOT	Pelham, GA	Signals
SCL 29983		12-03-79	Georgia DOT	Meigs, GA	Signals 636998F
SCL 22594	43204	09-01-76	Georgia Peanut General, Inc.	Ochlocknee, GA	Track Lease
ACL G-670		06-10-30	Georgia Power Co.	Canilla, GA	Power Line
ACL G-716		08-24-31	Georgia Power Co.	Pelham, GA	Power Lines
ACL 7350	8055	05-05-53	Georgia Power Co.	Ochlocknee, GA	Power Lines
ACL 8260	10285	03-29-54	Georgia Power Co.	Pelham, GA	Power Line
CSN 53	84122	07-25-86	Georgia Power Co.	Meigs, GA	Power Line
SCL 3345	GenAgr	02-11-75	Georgia Power Co.	Pasco, GA	Power Line
SCL 3345	GenAgr	05-09-86	Georgia Power Co.	Meigs, GA	Power Line
SCL 3345	GenAgr	06-29-70	Georgia Power Co.	Meigs, GA	Power Line
SCL 3345	GenAgr	07-07-77	Georgia Power Co.	Pelham, GA	Power Line
SCL 3345	GenAgr	07-16-74	Georgia Power Co.	Ochlocknee, GA	Power Line
SCL 3345	GenAgr	07-25-77	Georgia Power Co.	Mitchell County, GA	Power Line
SCL 3345	GenAgr	09-22-71	Georgia Power Co.	Ochlocknee, GA	Power Line
SCL 3345	GenAgr	09-22-71	Georgia Power Co.	Ochlocknee, GA	Power Line
SCL 3345	GenAgr	11-14-72	Georgia Power Co.	Pasco, GA	Power Line
SCL 3345	GenAgr	12-06-72	Georgia Power Co.	Pasco, GA	Power Line
CSA 13356	95723	11-30-90	Georgia Telephone Corp.	Ochlocknee, GA	Wire Line
ACL G-1716		05-05-50	Grant, W. B.	Meigs, GA	Land Lease
ACL 12764	13729	08-26-58	Groover, James T.	Ochlocknee, GA	Land Lease
ACL G-40216-002		09-20-11	Gulf Line Railway Co.	Canilla, GA	Wire Line
ACL B-219		10-18-16	Bolly, J. B.	Meigs, GA	Water Line
ACL H-223		12-23-16	Holly, J. B.	Meigs, GA	Road Crossing
SCL 9983		09-01-71	ITT Rayonier, Inc.	Canilla, GA	Sidetrack
SCL 1059		06-05-68	Johnson-March Corp.	Quality, GA	Sidetrack
SCL 16068	33122	12-12-73	Johnson-March Corp.	Quality, GA	Land Lease
SBD 4246	48421	03-21-84	Keadle Lumber Co.	Woodacre, GA	Sidetrack
ACL L-205		06-30-15	Lamar, Eva	Canilla, GA	Land Lease
ACL L-646		08-29-33	Lewis, F. L., Jr.	Canilla, GA	Basement

CONTACT NO.	FILE NO.	DATE	LESSEE	LOCATION	PURPOSE
SBD 10277	81500	06-25-85	Martin, Rex B.	Meigs, GA	Sidetrack
ACL 3621		01-29-24	Mason Lumber Co.	Ochlocknee, GA	Sidetrack
SBD 4160	48503	04-18-84	Meigs, City of	Meigs, GA	Power Line
SCL 35575	40901	06-28-82	Meigs Fertilizer & Grain Ltd.	Meigs, GA	Track Lease
SCL 35933	16367	06-25-82	Meigs Fertilizer & Grain Ltd.	Meigs, GA	Land Lease
ACL M-91		09-14-10	Meigs Lumber & Manufacturing Co.	Meigs, GA	Sidetrack
ACL I-50		05-15-23	Meigs Telephone Co.	Hansell, GA	Wire Line
ACL 221		02-04-14	Meigs Telephone Co.	Meigs, GA	Wire Line
ACL M-441		01-17-21	Meigs Telephone Co.	Meigs, GA	Wire Line
ACL 2340		01-17-21	Meigs Telephone Co.	Meigs, GA	Wire Line
ACL 2339-001		03-07-18	Meigs Telephone Co.	Meigs, GA	Wire Line
ACL 2339-002		03-07-18	Meigs Telephone Co.	Meigs, GA	Wire Line
ACL M-100		11-24-10	Meigs, Town of	Water Line	Easement
ACL 8742		07-30-54	Meigs, Town of	Meigs, GA	Water Lines
ACL 9210	11140	02-03-55	Meigs, Town of	Meigs, GA	Crossing
ACL 14463	18666	03-24-60	Meigs, Town of	Meigs, GA	Gas Line
ACL 20051	22903	01-25-66	Meigs, Town of	Meigs, GA	Gas Line
ACL 20393	22903	06-01-66	Meigs, Town of	Meigs, GA	Water Line
ACL 21638	23777	06-12-67	Meigs, Town of	Hansell, GA	Sidetrack
ACL M-10036		08-01-29	Meigs Variety Works	Pelham, GA	Road Crossing
ACL M-486		08-29-22	Miller, S. A.	Pelham, GA	Pit
ACL 13745	7044	07-01-59	Mitchell County Concrete Products	Canilla, GA	Power Line
ACL M-1111		04-06-38	Mitchell County Electric Membership	Canilla, GA	Power Line
ACL M-1110		03-22-38	Mitchell County Electric Membership	Canilla, GA	Power Line
ACL M-1118		06-25-38	Mitchell County Electric Membership	Meigs, GA	Power Line
ACL M-1443		10-06-47	Mitchell County Electric Membership	Canilla, GA	Power Line
ACL M-1523		09-02-48	Mitchell County Electric Membership	Flint, GA	Power Line
ACL M-1589		03-14-49	Mitchell County Electric Membership	Pelham, GA	Power Line
ACL M-1590		03-16-49	Mitchell County Electric Membership	Pelham, GA	Power Line
ACL M-1598		04-29-49	Mitchell County Electric Membership	Pelham, GA	Power Line
ACL M-1630		01-24-50	Mitchell County Electric Membership	Canilla, GA	Power Line
ACL 8304	10189	04-20-54	Mitchell County Electric Membership	Flint, GA	Power Line

CONTRACT NO.	FILE NO.	DATE	LESSOR	LOCATION	PURPOSE
ACL M-424		02-28-21	Mitchell, County of	Pelham, GA	Road Encroachments
ACL M-1185		11-16-39	Mitchell, County of	Pelham, GA	Road Crossing
ACL 8502	10481	05-24-54	Mitchell, County of	Camilla, GA	Road Crossing
ACL 16859	19905	09-17-62	Mitchell, County of	Camilla, GA	Road Crossing
SBD 8502	27073	06-05-85	Mitchell, County of	Woodacre, GA	Road Crossing
SCL 4043	27073	09-24-69	Mitchell, County of	Camilla, GA	Road Crossing
ACL D-806		01-21-37	Montgomery Dawes Sand Co.	Williams, GA	Land Lease
ACL M-1335		02-16-45	Morris, Fred	Thomasville, GA	Land Lease
ACL 0-20		12-09-10	Ochlocknee, Town of	Ochlocknee, GA	Encroachments
ACL 0-171		02-07-27	Ochlocknee, Town of	Ochlocknee, GA	Road Crossing
ACL 0-187		04-11-28	Ochlocknee, Town of	Ochlocknee, GA	Water Lines
ACL 0-364		08-18-47	Ochlocknee, Town of	Ochlocknee, GA	Land Lease
ACL 0-365		09-04-47	Ochlocknee, Town of	Ochlocknee, GA	Encroachment
ACL 7671	8577	08-31-53	Ochlocknee, Town of	Ochlocknee, GA	Water Lines
ACL 7677	8583	08-27-53	Ochlocknee, Town of	Ochlocknee, GA	Basements
ACL 15617	19608	06-15-61	Ochlocknee, Town of	Ochlocknee, GA	Land Lease
SBD 8985	40861	01-29-86	Oil-Dri Corp. of America	Ochlocknee, GA	Sidetrack
SCL 27747	28682	02-12-79	Oil-Dri Corp. of Georgia	Ochlocknee, GA	Sidetrack
ACL P-400		09-17-15	Palmer, W. D.	Mitchell County, GA	Land Lease
ACL 15610		04-11-61	Pelham Chamber of Commerce, Inc.	Pelham, GA	Land Lease
ACL P-623		04-13-25	Pelham, City of	Pelham, GA	Water Line
ACL P-773	454	09-10-26	Pelham, City of	Pelham, GA	Encroachment
ACL P-1735		12-11-47	Pelham, City of	Pelham, GA	Road Crossing
ACL 6127	7146	03-18-52	Pelham, City of	Pelham, GA	Sewer Line
ACL 9428	11306	04-20-55	Pelham, City of	Pelham, GA	Road Crossing
CL 9870	12753	09-22-55	Pelham, City of	Pelham, GA	Gas Lines
CL 17429	454	07-01-63	Pelham, City of	Pelham, GA	Land Lease
CL 17650	21315	09-19-63	Pelham, City of	Pelham, GA	Water Line
CL 20854	18750	09-14-66	Pelham, City of	Pelham, GA	Land Lease
SA 8762	89888	01-13-89	Pelham, City of	Pelham, GA	Drainage
SCL 24717	16456	07-19-78	Pelham, City of	Pelham, GA	Easement
JCL 33761	41576	10-07-81	Pelham, City of	Pelham, GA	Basement

CONTRACT NO.	FILE NO.	DATE	LESSEE	LOCATION	PURPOSE
ACL T-20083 CSI 275	84793	07-10-07 10-27-86	Pelham, Town of Pelham, GA Pelham Grain Co.	Pelham, GA	Water Line Sidetrack
ACL P-399		11-04-16	Pinson, J. S.	Thomas County, GA	Land Lease
ACL R-439		06-06-29	Rawls, T. J.	Pelham, GA	Land Lease
ACL R-704		04-13-37	Reeves, Charles C.	Ochlocknee, GA	Wire Line
ACL R-559		03-18-32	Roberts, J. J., Mrs.	Meigs, GA	Road Crossing
ACL 8128		05-16-66	Secret Pulpwood & Timber Co., Inc.	Thomasville, GA	Sidetrack
SCL 36708	45407	04-06-02	Singletary, Sherman R.	Ochlocknee, GA	Road Crossing
ACL 9472	11399	05-13-55	South Georgia Natural Gas Co.	Meigs, GA	Gas Line
ACL S-2121		10-24-29	Southern Bell Tel. & Tel. Co.	Ochlocknee, GA	Wire Line
ACL 21461	234084	06-01-67	Southern Bell Tel. & Tel. Co.	Pelham, GA	Wire Lines
SCL 8065	GenAgr	03-05-75	Southern Bell Telephone Co.	Thomasville, GA	Wire Line
SCL 8065	GenAgr	03-23-83	Southern Bell Telephone Co.	Ochlocknee, GA	Wire Line
SCL 8065	GenAgr	04-14-76	Southern Bell Telephone Co.	Pasco, GA	Wire Line
SCL 8065	GenAgr	05-02-84	Southern Bell Telephone Co.	Camilla, GA	Wire Line
SCL 8065	GenAgr	07-12-94	Southern Bell Telephone Co.	Pelham, GA	Wire Line
SCL 8065	GenAgr	09-01-71	Southern Bell Telephone Co.	Thomasville, GA	Wire Line
SCL 8065	GenAgr	10-08-74	Southern Bell Telephone Co.	Camilla, GA	Wire Line
SCL 8065	GenAgr	10-29-75	Southern Bell Telephone Co.	Pelham, GA	Wire Line
SCL 8065	GenAgr	12-13-84	Southern Bell Telephone Co.	Camilla, GA	Wire Line
SCL 23566		06-20-77	Sowega Grain Co., Inc.	Woodacre, GA	Sidetrack
SCL 20834		10-31-77	Sowega Grain Co., Inc.	Woodacre, GA	Land Lease
SCL 15826	32779	10-02-73	Storer Cable Communications, Inc.	Pelham, GA	Wire Line
SCL 15869	32805	10-09-73	Storer Cable Communications, Inc.	Camilla, GA	Wire Line
SCL 32909	43683	02-26-81	Storer Cable Communications, Inc.	Camilla, GA	Wire Line
SCL 35283	45733	06-03-82	Storer Cable Communications, Inc.	Meigs, GA	Wire Lines
SBD 860	46557	01-18-83	Storer Communications, Inc.	Pelham, GA	Wire Line
SCL 30770	41029	05-05-80	Sunnyland Foods, Inc.	Thomasville, GA	Land Lease
SCL 33046	43731	04-08-81	Sunnyland Foods, Inc.	Thomasville, GA	Power Line
ACL G-1649		05-31-49	Sunnyland Packing Co.	Thomasville, GA	Road Crossing
ACL G-1748		10-07-50	Sunnyland Packing Co.	Thomasville, GA	Water Line
CL 6355		04-22-52	Sunnyland Packing Co.	Thomasville, GA	Power Line

CONTACT NO.	FILE NO.	DATE	LESSOR	LOCATION	PURPOSE
ACL 19597	20541	07-15-65	Sunnyland Packing Co.	Thomasville, GA	Easement
SCL 31078	41996	05-01-80	SWF Gulf Coast, Inc.	Camilla, GA	Sidetrack
CSI 10590	26191	04-05-89	TCI Cablevision of Georgia	Thomasville, GA	Wire Line
ACL T-172		06-12-17	Thomas, County of	Thomas County, GA	Easement
ACL T-691		07-03-31	Thomas, County of	Hansell, GA	Crossing
ACL T-1000		11-01-40	Thomas, County of	Ochlocknee, GA	Road Crossing
ACL 8506	10496	04-22-54	Thomas, County of	Basement	Easement
CSX 474	83763	07-02-86	Thomas, County of	Crossing 6370126	Road Crossing
SCL 21886	35541	10-13-75	Thomas, County of	Meigs, GA	Easement
SCL 23045	35555	12-24-75	Thomas, County of	Meigs, GA	Road Crossing
ACL T-276		09-17-15	Thomas, Given	Ochlocknee, GA	Easement
ACL T-210		10-14-19	Thomasville, City of	Mitchell County, GA	Land Lease
ACL T-368		06-26-23	Thomasville, City of	Thomasville, GA	Water Line
ACL T-556		04-06-28	Thomasville, City of	Thomasville, GA	Water Line
ACL T-609		05-24-29	Thomasville, City of	Thomasville, GA	Power Line
ACL T-610		05-24-29	Thomasville, City of	Thomasville, GA	Water Line
ACL T-681		08-28-31	Thomasville, City of	Thomasville, GA	Sewer Line
ACL T-711		09-16-32	Thomasville, City of	Thomasville, GA	Power Line
ACL T-776		11-19-34	Thomasville, City of	Williams, GA	Water & Sewer Lines
ACL T-786		11-19-34	Thomasville, City of	Thomasville, GA	Encroachment
ACL T-907		08-11-43	Thomasville, City of	Thomasville, GA	Easement
ACL T-957		07-11-39	Thomasville, City of	Thomasville, GA	Water Line
ACL T-1300		05-17-48	Thomasville, City of	Dawesville, GA	Power Line
ACL T-1316		06-09-48	Thomasville, City of	Dawesville, GA	Power Line
ACL T-1336		05-20-27	Thomasville, City of	Thomasville, GA	Water Line
ACL T-1337		05-11-27	Thomasville, City of	Thomasville, GA	Pipeline
ACL 8447	10421	06-14-54	Thomasville, City of	Thomasville, GA	Road Crossing
ACL 11093	15505	12-30-56	Thomasville, City of	Dawesville, GA	Power Line
ACL 14163	18411	01-07-60	Thomasville, City of	Thomasville, GA	Sewer Line
ACL 21603	23894	06-22-67	Thomasville, City of	Thomasville, GA	Power Line
SI 1393	85383	02-04-87	Thomasville, City of	Thomasville, GA	Sewer Line
SI 13373	94490	06-21-90	Thomasville, City of	Thomasville, GA	Power Line

<u>CONTRACT NO.</u>	<u>FILE NO.</u>	<u>DATE</u>	<u>LESSOR</u>	<u>LOCATION</u>	<u>PURPOSE</u>
SBD 8490	81158	01-24-85	Thomasville, City of	Thomasville, GA	Power Line
SCL 3521	26786	07-22-69	Thomasville, City of	Thomasville, GA	Gas Line
SCL 9461	29776	08-10-71	Thomasville, City of	Thomasville, GA	Water Line
SCL 22201	35629	11-05-75	Thomasville, City of	Thomasville, GA	Power Line
SCL 31789	35629	08-28-80	Thomasville, City of	Thomasville, GA	Power Line
SCL 32576	43345	12-30-80	Thomasville, City of	Thomasville, GA	Power Line
SBD 59	31816	03-23-83	West, L. D.	Meigs, GA	Land Lease

SCHEDULE A-1

CONTRACT NO.	FILE NO.	DATE	LESSEE	LOCATION	PURPOSE
SCL 21951	87032	12-11-84	4M Properties, Inc.	Albany, GA	Sidetrack
CSX 6977	88668	07-07-88	Albany Beverage Co.	Albany, GA	Sewer Line
ACL 1045		11-16-60	Albany Lime & Cement Co.	Albany, GA	Sidetrack
ACL 10553		06-14-56	Albany, City of	Albany, GA	Gas Line
ACL 12042	16488	11-12-57	Albany, City of	Albany, GA	Water Line
ACL 12300	16665	01-23-58	Albany, City of	Albany, GA	Sewer Line
ACL 12309	13852	02-04-58	Albany, City of	Albany, GA	Encroachment
ACL 12310	16659	02-06-58	Albany, City of	Albany, GA	Gas Line
ACL 12748	16959	06-13-58	Albany, City of	Albany, GA	Gas Line
ACL 13042	17348	11-14-58	Albany, City of	Albany, GA	Water Line
ACL 14624	18739	05-03-60	Albany, City of	Albany, GA	Gas Line
ACL 15325	19321	03-06-61	Albany, City of	Albany, GA	Sewer Line
ACL 15954	19907	10-23-61	Albany, City of	Albany, GA	Water Line
ACL 16168	20076	12-19-61	Albany, City of	Albany, GA	Power Line
ACL 16363	18739	03-28-62	Albany, City of	Albany, GA	Gas Line
ACL 16582	20534	08-01-62	Albany, City of	Albany, GA	Gas Line
ACL 16857	7813	10-17-62	Albany, City of	Albany, GA	Power Line
ACL 17096	20888	02-05-63	Albany, City of	Albany, GA	Gas Line
ACL 19147	18739	12-28-64	Albany, City of	Albany, GA	Gas Line
ACL 19700	22576	08-17-65	Albany, City of	Albany, GA	Drainage
ACL 19830	22762	11-01-65	Albany, City of	Albany, GA	Water Lines
ACL 19882	22793	11-24-65	Albany, City of	Albany, GA	Sewer Line
ACL 19977	22845	12-29-65	Albany, City of	Albany, GA	Gas Line
ACL 20469	23186	06-10-66	Albany, City of	Albany, GA	Storm Sewer
ACL 20630	22845	08-10-66	Albany, City of	Albany, GA	Gas Line
ACL 21239	23637	04-04-67	Albany, City of	Albany, GA	Water Line
ACL 21491	23846	06-13-67	Albany, City of	Albany, GA	Gas Line
ACL 21618	23888	06-22-67	Albany, City of	Albany, GA	Water Line
ACL 21783	23846	06-22-67	Albany, City of	Albany, GA	Gas Line

CONTRACT NO.	FILE NO.	DATE	LESSEE	LOCATION	PURPOSE
ACL 22100	24457	12-28-67	Albany, City of	Albany, GA	Water Line
ACL 22196	24415	12-20-67	Albany, City of	Albany, GA	Gas Line
ACL 23162		09-27-68	Albany, City of	Albany, GA	Power Line
ACL 9591		06-14-55	Albany, City of	Albany, GA	Gas Line
ACL A-1024		11-19-37	Albany, City of	Albany, GA	Water Line
AC, A-1089		08-23-39	Albany, City of	Albany, GA	Water Line
ACL A-437		08-14-23	Albany, City of	Albany, GA	Land Lease
ACL A-95		12-09-14	Albany, City of	Albany, GA	Sewer Line
CSX 1673	85679	03-18-87	Albany, City of	Albany, GA	Signals 637205F
SBD 8653	81452	06-14-85	Albany, City of	Albany, GA	Sewer Line
SBD 9069	82073	09-25-85	Albany, City of	Albany, GA	Sewer Line
SCL 12853	31534	09-21-72	Albany, City of	Albany, GA	Sewer Line
SCL 1838	25910	01-08-69	Albany, City of	Albany, GA	Storm Sewer
SCL 24643	32690	10-08-76	Albany, City of	Albany, GA	Water Line
SCL 28526	41171	05-22-79	Albany, City of	Albany, GA	Water Line
SCL 29849	39116	11-29-79	Albany, City of	Albany, GA	Water Line
SCL 4040	27193	10-16-69	Albany, City of	Albany, GA	Power Line
SCL 6634	28497	08-13-70	Albany, City of	Albany, GA	Sewer Line
SCL 7403	18739	11-10-70	Albany, City of	Albany, GA	Gas Line
SCL 7836	27193	01-06-71	Albany, City of	Albany, GA	Power Line
SCL 8426	29319	03-09-71	Albany, City of	Albany, GA	Power Line
SCL 9425	29806	08-10-71	Albany, City of	Albany, GA	Gas Line
SCL 28217	12042	12-29-77	Albany Lime & Cement Co.	Albany, GA	Land Lease
CSX 10339	92864	11-01-89	Albany Oil Mill, Inc.	Sylvester, GA	Sidetrack
ACL 8379		12-06-66	Albany Warehouse Co.	Baconton, GA	Water Line
ACL 18648	21856	07-24-64	Baconton, City of	Baconton, GA	Easement
ACL 21881	24118	10-30-67	Baconton, City of	Baconton, GA	Encroachments
SCL 20694	33111	06-11-75	Baconton, City of	Baconton, GA	Sidetrack
ACL B-819		10-06-22	Baconton, Town of	Mitchell, GA	Water Line
ACL B-910		04-24-24	Baconton, Town of	Sylvester, GA	Land Lease
SCL 26741	39406	09-19-70	Beatrice Grocery Group, Inc.	Sylvester, GA	
SCL 26355	40626	02-06-79	Branch Grove, Inc.	Mitchell, GA	
ACL 20623		07-25-66	Bullard Builders Supply Co.	Sylvester, GA	

CONTRACT NO.	FILE NO.	DATE	LESSEE	LOCATION	PURPOSE
ACT 7599		09-04-53	Bullard Builders Supply Co.	Sylvester, GA	Land Lease
SCL 35598	39574	09-17-82	Garys Pecans, Inc.	Mitchell, GA	Sidetrack
ACT 5359		06-19-51	Goats & Clark, Inc.	Albany, GA	Walkway
ACT 6152		12-04-46	Goats & Clark, Inc.	Albany, GA	Sidetrack
SCL 36034	45597	09-08-82	Goats & Clark, Inc.	Albany, GA	Land Lease
SCL 36329	45597	09-09-82	Goats & Clark, Inc.	Albany, GA	Sidetrack
ACT C-1227		01-27-30	Cochran, G. M.	Flint, GA	Fence
ACT 9884	11594	10-07-55	Collins, C. A.	Camilla, GA	Land Lease
SBD 5688	44264	01-02-83	Congagra	Albany, GA	Land Lease
SBD 7329	33574	04-09-85	Consolidated Recycling, Inc.	Albany, GA	Sidetrack
SBD 8572	33574	04-12-85	Consolidated Recycling, Inc.	Albany, GA	Land Lease
SCL 36357		11-06-70	Cotton Producers Association	Sylvester, GA	Sidetrack
SCL 29416	33701	06-08-78	Darsey Oil Co., Inc.	Albany, GA	Land Lease
SCL 23252	35855	05-10-76	Dervan Cartage Service, Inc.	Albany, GA	Water Line
SCL 34840	39208	09-22-81	Dervan, Jimmie W.	Albany, GA	Encroachment
SCL 20366	82160	11-01-74	Dixie Distributing Co., Inc.	Albany, GA	Sidetrack
ACL 20081	22957	02-03-66	Dixie Pipeline Co.	Albany, GA	Gas Line
ACL 15906	19522	10-31-61	Dougherty, County of	Putney, GA	Road Crossing
ACL 18703	22004	08-26-64	Dougherty, County of	Albany, GA	Drainage
ACL 18704	22003	08-26-64	Dougherty, County of	Albany, GA	Sewer Line
CSX 8922	90430	03-01-89	Dougherty, County of	Albany, GA	Drainage
SCL 11641	30929	05-16-72	Dougherty, County of	Albany, GA	Easement
SCL 14442	32071	03-22-73	Dougherty, County of	Albany, GA	Road Crossing
SCL 2082	26092	02-10-69	Dougherty, County of	Albany, GA	Drainage
SCL 28524		02-09-78	Dougherty, County of	Albany, GA	Sewer Line
SCL 32928	43726	03-12-81	Dougherty, County of	Albany, GA	Drainage Ditch
SCL 36402	43838	09-24-82	Dougherty, County of	Putney, GA	Easement
SCL 5153	22004	02-13-69	Dougherty, County of	Albany, GA	Drainage
SCL 35568	43837	09-10-82	Durham Iron Co. of Americus	Albany, GA	Sidetrack
ACL 10306	43837	04-06-56	Durham Scrap Metals, Inc.	Albany, GA	Land Lease
ACL 20220	22829	12-07-65	Empire Land Co.	Albany, GA	Wire Line
ACL 19239	14248	01-11-65	Empire Merchantile Co.	Sylvester, GA	Encroachment
SCL 22467	14248	01-08-76	Empire Merchantile Co.	Sylvester, GA	Road Crossing

CONTRACT NO.	FILE NO.	DATE	LESSEE	LOCATION	PURPOSE
SBD 7357	23349	04-18-85	Eubanks, J. L., Pulpwood Co., Inc.	Dosaga, GA	Sidetrack
SBD 8125	23349A	04-17-85	Eubanks, J. L., Pulpwood Co., Inc.	Dosaga, GA	Land Lease
SCL 4505		09-27-67	Firestone Tire & Rubber Co.	Albany, GA	Sidetrack
SCL 34322	20948	01-22-82	Plint Beverage Co., Inc.	Albany, GA	Sidetrack
SCL 34636	39372	12-17-80	General Motors, Inc. - Delco-Remy	Albany, GA	Sidetrack
ACL 53399	GenAgr	01-15-57	Georgia DOT	East Albany, GA	Signals
ACL 53399	GenAgr	01-21-52	Georgia DOT	Darrow Jct., GA	Signals
ACL 53399	GenAgr	08-18-53	Georgia DOT	Acree, GA	Signals
ACL 53399	GenAgr	08-21-51	Georgia DOT	Sylvester, GA	Signals
ACL 53399	GenAgr	09-28-50	Georgia DOT	Canilla, GA	Signals
ACL 5586		01-08-58	Georgia DOT	Albany, GA	Overpass
ACL 5586		06-15-53	Georgia DOT	Albany, GA	Overpass
ACL 7641		08-06-53	Georgia DOT	Acree, GA	Crossing
ACL G-1449		04-09-48	Georgia DOT	Acree, GA	Easement
ACL G-1676		06-30-48	Georgia DOT	Sylvester, GA	Crossing
CSI 2209		06-03-49	Georgia DOT	Albany, GA	Road Crossing
SBD 3016		05-26-87	Georgia DOT	Baconton, GA	Signals 637089U
SBD 7578		04-11-83	Georgia DOT	Albany, GA	Signals 637213A
SCL 17298		08-16-85	Georgia DOT	Putney, GA	Signals 637231V
SCL 20607	40279	06-20-74	Georgia DOT	Sylvester, GA	Signals
SCL 23944		06-18-75	Georgia DOT	Putney, GA	Signals 637733J
SCL 26098		12-11-78	Georgia DOT	Albany, GA	Easement
SCL 27897		06-07-77	Georgia DOT	Albany, GA	Signals 6377228M
SCL 28881		12-21-77	Georgia DOT	Albany, GA	Crossing 637198X
SCL 36237		07-05-78	Georgia DOT	Sylvester, GA	Signals 637187K
SCL 36276		12-10-82	Georgia DOT	Sylvester, GA	Signals 637080H
SCL 36281		10-22-82	Georgia DOT	Albany, GA	Signals 6377205F
SCL 36281		10-22-82	Georgia DOT	Albany, GA	Signals 637209H
SCL 36283		06-13-80	Georgia DOT	Albany, GA	Overpass
SCL 36447	46611	09-03-80	Georgia DOT	Sylvester, GA	Signals 723246V
SCL 36448	46612	10-02-80	Georgia DOT	Sylvester, GA	Crossing
SCL 36449	46613	10-27-66	Georgia DOT	Sylvester, GA	Sidetrack
SCL 28370	19028-1	10-28-78	Georgia Pacific Corp.	Albany, GA	

CONTRACT NO.	FILE NO.	DATE	LESSEE	LOCATION	PURPOSE
SCL 6713 ACL 22423	8204	07-20-70 03-18-68	Georgia Pacific Corp. Georgia Power Co.	Albany, GA Albany, GA	Sidetrack Power Line
ACL 6317		01-11-47	Georgia Power Co.	Putney, GA	Sidetrack
ACL 6494	40388	06-23-52	Georgia Power Co.	Putney, GA	Sidetrack
ACL G-1329		03-04-47	Georgia Power Co.	Albany, GA	Power Line
ACL G-728		11-20-31	Georgia Power Co.	Baconton, GA	Power Line
ACL G-836		09-19-35	Georgia Power Co.	Albany, GA	Power Lines
SCL 22927		02-20-78	Georgia Power Co., et al	Albany, GA	Power Line
SCL 3345		01-22-73	Georgia Power Co.	Baconton, GA	Easement
SCL 3345		02-25-74	Georgia Power Co.	Flint, GA	Power Line
SCL 3345		03-11-71	Georgia Power Co.	Albany, GA	Power Line
SCL 3345		04-06-71	Georgia Power Co.	Mitchell, GA	Power Line
SCL 3345		04-11-72	Georgia Power Co.	Albany, GA	Power Line
SCL 3345		04-21-71	Georgia Power Co.	Albany, GA	Power Line
SCL 3345		06-20-85	Georgia Power Co.	Sylvester, GA	Power Line
SCL 3345		07-03-85	Georgia Power Co.	Sylvester, GA	Power Line
ACL 2070		08-09-20	Georgia-Alabama Power Co.	East Albany, GA	Power Line
ACL 2071		01-02-20	Georgia-Alabama Power Co.	Albany, GA	Power Line
ACL 2099		10-03-19	Georgia-Alabama Power Co.	Putney, GA	Power Line
ACL G-403		02-08-24	Gorbal Roofing & Tile Co.	Albany, GA	Road Crossing
SCL 4270	27131	10-08-69	Gray Cablevision, Inc.	Albany, GA	Wire Line
SCL 35959	33574	10-17-82	Great Southern Paper Co.	Albany, GA	Land Lease
ACL G-60		08-18-10	Gulf Refining Co.	Albany, GA	Pipeline
ACL C-136		06-22-15	Gulley, E. L.	Willingham, GA	Water Line
ACL H-86		06-30-10	Hall, F. E.	Acree, GA	Road Crossing
ACL 10434		02-07-56	Hall, Norman A.	Acree, GA	Road Crossing
ACL H-1395		04-17-42	Harris, Etta Pope	Sylvester, GA	Road Crossing
SCL 3397	26510	05-26-69	Hinkle, Elizabeth Ann J.	Baconton, GA	Road Crossing
SCL 31464	42753	04-28-80	IMC Fertilizer, Inc.	Sylvester, GA	Sidetrack
SCL 31981	42753	04-26-80	IMC Fertilizer, Inc.	Sylvester, GA	Land Lease
ACL 9865		09-14-55	James, Mandeville, et al	Putney, GA	Land Lease
ACL L-47		09-09-11	Little River Naval Stores Co.	Albany, GA	Water Line
ACL L-110		02-05-17	Long, E. V.	Acree, GA	Land Lease

CONTRACT NO.	FILE NO.	DATE	LESSEE	LOCATION	PURPOSE
SCL 18494	31593	06-28-74	Lykes Brothers Inc. of Georgia	Albany, GA	Road Crossing
SBDB 51	33701	03-24-83	Martin Custom Kitchens	Albany, GA	Land Lease
ACL M-1840		06-19-17	McDowell, T. C.	Acree, GA	Land Lease
SCL 20357		08-06-75	Merck & Co., Inc.	Putney, GA	Sidetrack
SBDB 2261	GenAgr	01-09-86	Microtel, Inc.	Sylvester, GA	Wire Line
ACL 16424	20346	04-30-62	Mitchell County Electric Membership	Flint, GA	Power Line
ACL 22294	16486	01-23-68	Mitchell County Electric Membership	Plaint, GA	Power Line
ACL 6206		04-04-52	Mitchell County Electric Membership	Acree, GA	Power Line
ACL M-1119		06-25-38	Mitchell County Electric Membership	Baconton, GA	Power Line
ACL M-1145		04-21-39	Mitchell County Electric Membership	Various	Power Line
ACL M-1447		10-13-47	Mitchell County Electric Membership	Poulas, GA	Power Line
ACL M-1595		04-21-49	Mitchell County Electric Membership	Radium Springs, GA	Power Line
ACL M-1631		01-25-50	Mitchell County Electric Membership	Acree, GA	Power Line
ACL M-1660		11-09-50	Mitchell County Electric Membership	Gamble, GA	Power Line
ACL 15634	19502	04-24-61	Mitchell, County of	Flint, GA	Road Crossing
ACL M-432		02-08-21	Mitchell, County of	Mitchell County, GA	Encroachments
ACL M-757		03-30-28	Mitchell, County of	Mitchell County, GA	Road Crossing
SCL 12264	30487	02-17-72	Mitchell, County of	Mitchell, GA	Road Crossing
SCL 28937	41431	07-23-79	Mitchell, Lawrence	Acree, GA	Road Crossing
ACL S-2375	13826	04-04-32	Murphy Co.	Albany, GA	Pipeline
ACL N-134		06-30-15	Nettles, Hattie	Baconton, GA	Land Lease
ACL 21596	17667	06-22-67	Odom, J. R.	Sylvester, GA	Power Line
SCL 26254	36847	04-28-77	Odom, J. R.	Sylvester, GA	Water Line
ACL T-20127		04-17-23	Pace Brick Co.	Albany, GA	Sidetrack
SCL 22374	40416B	06-23-76	Proctor & Gamble Paper Products	Albany, GA	Sidings
SCL 23780	39471	10-15-77	Riverside Terra Corp.	Sylvester, GA	Sidetrack
SCL 36355		08-23-76	Seabrook Blanching Corp. of Georgia	Sylvester, GA	Sidetrack
CSX 12469	94867	09-15-90	Seabrook Warehouse Co. L.P.	Sylvester, GA	Sidetrack
ACL 9481	32537	05-06-55	South Georgia Natural Gas Co.	Albany, GA	Gas Line
ACL 9629		04-11-55	South Georgia Natural Gas Co.	Albany, GA	Gas Line
SCL 32884	43790	04-01-81	Southeast Aluminum, Inc.	Albany, GA	Track Lease
ACL 21322	23480A	06-01-67	Southern Bell Tel. & Tel. Co.	Albany, GA	Wire Line
ACL S-3241		06-10-41	Southern Bell Tel. & Tel. Co.	Albany, GA	Wire Line

CONTACT NO.	FILE NO.	DATE	LESSEE	LOCATION	PURPOSE
CSX 1147	84606	02-10-87	Southern Bell Tel. & Tel. Co.	Albany, GA	Wire Line
SCL 32525	727	09-11-80	Southern Bell Tel. & Tel. Co.	Sylvester, GA	Wire Line
SCL 8065	Genagr	05-22-72	Southern Bell Telephone Co.	Putney, GA	Wire Line
SCL 8065	Genagr	08-15-73	Southern Bell Telephone Co.	Flint, GA	Wire Line
ACL 22939	22180	08-26-68	Southern Concrete Construction Co.	Albany, GA	Pit Under Track
SCL 13499	22180	01-22-73	Southern Concrete Construction Co.	Albany, GA	Pit & Conveyor
CSX 629	82627	01-25-88	Storer Cable Communications, Inc.	Albany, GA	Wire Line
SCL 20839	35151	06-11-75	Storer Cable Communications, Inc.	Albany, GA	Wire Line
SCL 23655	36265	06-09-76	Storer Cable Communications, Inc.	Albany, GA	Wire Line
SCL 23847	36265	06-22-76	Storer Cable Communications, Inc.	Albany, GA	Wire Line
SCL 25718	40093	10-30-78	Storer Cable Communications, Inc.	Dosaga, GA	Wire Line
SCL 32096	36265	05-06-80	Storer Cable Communications, Inc.	Albany, GA	Wire Line
SCL 33559	44514	07-31-81	Storer Cable Communications, Inc.	Putney, GA	Wire Line
ACL 15781	8340	08-11-61	Sylvester, City of	Sylvester, GA	Crossing
ACL 16349	20273	03-29-62	Sylvester, City of	Sylvester, GA	Gas Line
ACL 16471	20420	06-07-62	Sylvester, City of	Sylvester, GA	Water Line
ACL 16501	20428	06-07-62	Sylvester, City of	Sylvester, GA	Power Line
ACL 16546	20453	06-20-62	Sylvester, City of	Sylvester, GA	Gas Line
ACL 16547	20454	06-20-62	Sylvester, City of	Sylvester, GA	Sewer Line
ACL 16672	20493	07-12-62	Sylvester, City of	Sylvester, GA	Gas Line
ACL 20624	23264	07-26-66	Sylvester, City of	Sylvester, GA	Drainage
ACL 20898	20454	10-28-66	Sylvester, City of	Sylvester, GA	Sewer Line
ACL 5061		03-19-51	Sylvester, City of	Sylvester, GA	Sewer Line
ACL 6088		03-03-52	Sylvester, City of	Sylvester, GA	Crossing
ACL 6302		04-22-62	Sylvester, City of	Sylvester, GA	Basement
ACL 6730		09-25-52	Sylvester, City of	Sylvester, GA	Sewer Lines
ACL 9683		06-29-55	Sylvester, City of	Sylvester, GA	Encroachment
ACL 9980		11-29-55	Sylvester, City of	Sylvester, GA	Water Line
ACL S-2110		09-30-29	Sylvester, City of	Sylvester, GA	Power Line
ACL S-2188		04-21-30	Sylvester, City of	Sylvester, GA	Power Line
ACL S-3014		10-04-39	Sylvester, City of	Sylvester, GA	Power Line
ACL S-3070		11-08-39	Sylvester, City of	Sylvester, GA	Water Line
ACL S-3209		04-24-41	Sylvester, City of	Sylvester, GA	Sewer Line

CONTRACT NO.	FILE NO.	DATE	LESSEE	LOCATION	PURPOSE
ACL S-3636		02-15-46	Sylvester, City of	Sylvester, GA	Power Line
ACL S-4328		08-11-49	Sylvester, City of	Sylvester, GA	Power Line
ACL S-4465		06-13-50	Sylvester, City of	Sylvester, GA	Encroachment
CSX 1779	85855	04-14-87	Sylvester, City of	Sylvester, GA	Water Line
CSX 3759	85872	06-29-87	Sylvester, City of	Sylvester, GA	Sewer Line
SCL 10698	30240	11-27-71	Sylvester, City of	Sylvester, GA	Power Line
SCL 10601	30240	11-29-71	Sylvester, City of	Sylvester, GA	Water Line
SCL 11045	30341	01-04-72	Sylvester, City of	Sylvester, GA	Gas Line
SCL 11084	30594	03-14-72	Sylvester, City of	Sylvester, GA	Water Line
SCL 15870	32024	03-26-73	Sylvester, City of	Sylvester, GA	Power Line
SCL 2091	20428	02-14-69	Sylvester, City of	Sylvester, GA	Power Line
SCL 25540	40097	10-30-78	Sylvester, City of	Sylvester, GA	Power Line
SCL 25541	40085	10-30-78	Sylvester, City of	Sylvester, GA	Easement
SCL 28067	38507	12-01-72	Sylvester, City of	Sylvester, GA	Land Lease
SCL 33235	44197	05-21-81	Sylvester, City of	Sylvester, GA	Power Line
SCL 36441	466605	01-22-71	Sylvester, City of	Sylvester, GA	Sewer Line
SCL 36442	466606	01-21-71	Sylvester, City of	Sylvester, GA	Gas Line
SCL 36443	466607	01-20-71	Sylvester, City of	Sylvester, GA	Water Line
SCL 7630	28875	12-02-70	Sylvester, City of	Sylvester, GA	Pipelines
ACL S-490		08-27-12	Sylvester, Town of	Sylvester, GA	Sewer Line
ACL T-875		05-06-37	Tank Car Service, Inc.	Albany, GA	Pipeline
ACL T-541		09-22-27	Terminal Land & Improvement Co.	Albany, GA	Land Lease
SCL 29266	32252	05-17-78	Terra Southern Corp.	Sylvester, GA	Drainage
ACL T-399		02-09-25	Tiller & Pluson	Baconton, GA	Road Crossing
SBD 55	46403	03-18-83	Turner, W. L.	Putney, GA	Land Lease
SCL 33507	44323	07-10-81	U. S. Marine Corps	Dosga, GA	Easement
SCL 21335		05-31-77	U.S. Steel Corp.	Albany, GA	Drop Pit
SCL 8924		03-16-71	Unitco Realty & Construction Co.	Albany, GA	Slidetrack
ACL 8770	10189	09-28-54	Vann, E. J.	Flint, GA	Water Line
SCL 4612	13828	09-09-69	Viking Distillery, Inc.	Albany, GA	Land Lease
SBD 9	46555	02-03-83	West Cas & Carry Building Materials	Albany, GA	Land Lease
ACL W-1200		07-07-34	Wilder, M. L., & Co.	Acree, GA	Water Line
ACL W-1083		06-04-31	Williams, Essie M.	Baconton, GA	Land Lease

<u>CONTRACT NO.</u>	<u>FILE NO.</u>	<u>DATE</u>	<u>LESSOR</u>	<u>LOCATION</u>	<u>PURPOSE</u>
SCL 27916	29236	03-14-79	Wiregrass Tree Farms	Sylvester, GA	Land Lease
SCL 17007	33303	04-16-74	Woolard Oil Co.	Sylvester, GA	Land Lease
ACL 20953	23430	11-08-66	Worth, County of	Sylvester, GA	Crossing
ACL W-801		03-02-26	Worth, County of	Sylvester, GA	Road Crossing
SCL 26120	40288	12-20-78	Worth, County of	Sylvester, GA	Crossing
SCL 34136	45112	01-11-82	Worth, County of	Acree, GA	Road Crossing
SCL 9468	29740	08-06-71	Worth, County of	Sylvester, GA	Crossing
SCL 21998		08-01-76	Worth Milling Co., Inc.	Sylvester, GA	Sidetrack
SBD 6318	46603	09-04-84	Worthco Farm Center	Sylvester, GA	Track Lease
SCL 14666	32339	06-18-73	Wright Contracting Co.	Albany, GA	Pit & Conveyer

SCHEDULE A-1

<u>CONTACT NO.</u>	<u>FILE NO.</u>	<u>DATE</u>	<u>LEASEE</u>	<u>LOCATION</u>	<u>PURPOSE</u>
LSA 000008 LSA 011149	084027	08-01-86 05-01-90	Lamar Advertising Corp. of S. Georgia Southworth Outdoor Advertising	Albany, Georgia Albany, Georgia	Advertising Structure Two Advertising Structures

SCHEDULE A-1

CONTACT NO.	FILE NO.	DATE	LESSEE	LOCATION	PURPOSE
ACL 6366		05-30-47	Alexander-Harris Co.	Pelham, GA	Sidetrack
ACL H-1756	2020	08-08-50	Hand Trading Co.	Pelham, GA	Overhead Conveyor
ACL 5320		06-15-51	Pelham, City of	Pelham, GA	Water Line
SBD 2205	41576	10-06-83	Pelham, City of	Pelham, GA	Water Line

SCHEDULE A-1

	<u>AGREEMENT</u>	<u>DATE</u>	<u>LOCATION</u>	<u>TYPE</u>	<u>PARTIES</u>
1.	ACL G10062	03-01-1905	Darrow	RR/Xing	GN
2.	ACL F30201	08-13-1913	Pelham	RR/Xing	FRN
3.	CSX 9189	12-13-1990	Albany	I/C	GGS
4.	SCL 7307	02-05-1970	Darrow	I/L	GN
5.	SCL 22374	06-23-1976	Albany	Jt Switch/P&G	P&G, GN
6.	SCL 23724	08-23-1977	Albany	Yd Light/P&G	GN

SCHEDULE A-1

	<u>AGREEMENT</u>	<u>DATE</u>	<u>LOCATION</u>	<u>TYPE</u>	<u>PARTIES</u>
1.	ACL 3544-1	11-14-1923	Camilla	Jt. Ind.Trks.	GAS&C, CCO
2.	ACL 3544-2	04-29-1936	Camilla	Jt. Ind.Trks.	GAS&C, CCO
3.	ACL 3544-3	06-01-1961	Camilla	Jt. Ind.Trks.	GAS&C, CCO
4.	ACL 5568	03-05-1970	Camilla	Jt. Ind.Trks.	GAS&C, CCO
5.	SCL 10752	12-30-1971	Camilla	Gates @Trks.	GAS&C, CCO
6.	SCL 11321	07-05-1972	Camilla	Jt. Ind.Trks.	GAS&C, CCO
7.	SCL 14176	12-28-1972	Camilla	Jt. Ind.Trks.	GAS&C, CCO

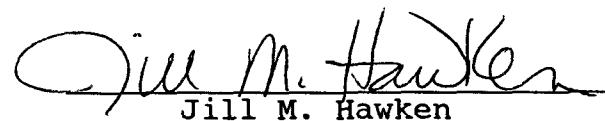
Exhibit D

none

AFFIDAVIT

I, Jill M. Hawken, being first duly sworn upon oath, depose and say that I have compared the document attached, a copy of the Second Amendment to Security Agreement dated as of February 12, 1991, between Gulf & Ohio Railways, Inc., Wiregrass Central Railroad Company, Inc., Atlantic and Gulf Railroad, Inc., Mississippi Delta Equipment Co., Inc. and AmSouth Bank, N.A., with the original document and that the copy is complete and identical in all respects to the original document.

Dated this 4th day of April, 1991.


Jill M. Hawken

Subscribed and sworn to before me, a Notary Public, this
4th day of April, 1991.


Mary Danner
Notary Public

My commission expires May 14 1995

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